MINUTES
Meeting of the MassDOT Board of Directors
March 19, 2018

The MassDOT Board of Directors was called to order at 12:14 p.m. by Chair Stephanie Pollack.

Those present were Chair Stephanie Pollack, Directors Steven Poftak (arrived at 12:28 p.m.), Tim King, Brian Shortsleeve, Betsy Taylor, Monica Tibbits-Nutt and Joseph Sullivan, being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Also present were FMCB Director Brian Lang (arrived at 1:58 p.m.), Registrar of Motor Vehicles Erin Deveney, Rail and Transit Administrator Astrid Glynn, General Manager Luis Ramirez, David Pottier, Owen Kane, Marie Breen, Nathan Peyton, Jamey Tesler, Phil Primark, David Abdoo and Daniel Sullivan.

Chair Pollack opened up the public comment session.

The first speaker Harry Mattison commented on the I-90 Allston project.

Next, Steven Kaiser commented on the capacity on the Mass Turnpike.

The last speaker, Fred Salvucci commented on the Allston Interchange structure.

Next, the Chair gave the report of the Secretary and CEO. Secretary Pollack updated the Board on the recent winter storms and applauded the employees and contractors of the MBTA and Mass Highway who kept the MBTA running and the roads clear. Ms. Pollack continued with updates on the upcoming construction season, the Whittier Bridge/I95 improvement project final phase, the I-90 Allston Viaduct replacement project, the Pittsfield Amtrak Station, GLX Project, Chapter 90 funding, RMV – Real ID and the South Coast Rail phasing plan. Ms. Pollack concluded with reading a letter from a Dalton, MA resident praising the Public Works crew from District 1 for doing such a great job cleaning up after the most recent storm, as set forth in the attached document labeled "Secretary Pollack's Remarks, March 19, 2018." Discussion ensued.

Next was the approval of the minutes of the February 12, 2018 meeting.

On motion duly made and seconded, it was;

VOTED: To approve the minutes of February 12, 2018.

Secretary Pollack noted that the reports of the Administrators, Agenda Items 3 through 6, were written submittals and are included in their Board packages and attached hereto.

Next the Chair called upon Registrar of Motor Vehicles Erin Deveney to present Agenda Item 7, the Registry Update. Ms. Deveney provided an overview of RMV efforts to ensure operational stability going into the ATLAS Release 1.

Ms. Deveney continued discussing features of ATLAS for customers, business partners and the Registry team, as well as the training and outreach undertaken. Ms. Deveney concluded her presentation with the new Real ID requirements commencing on March 26, 2018 and the transitional weekend activities scheduled for March 23, as set forth in the attached document labeled "ATLAS Go-Live Update, March 19, 2018." Discussion ensued.

Next, Chair Pollack called upon Tom Donald, Director of Bridge Project Management to present Agenda Item 8, North Washington Street Bridge reconstruction contract. Mr. Donald provided a brief history of the 118 year-old bridge and existing conditions which had been structurally deficient since 2002, noting the center truss had been closed since 2003 due to severe deterioration causing $1-2 million in annual repair costs. Mr. Donald outlined the project goals and costs of the replacement, as set forth in the attached document labeled "Bridge Replacement BR. No. B-16-016 North Washington Street over the Boston Inner Harbor, March 19, 2018." Discussion ensued.

Next, Chair Pollack welcomed Boston Transportation Commissioner Gina Fiandaca who commented in support of this contract.

On motion duly made and seconded, it was:

VOTED:

That the Secretary/CEO and/or Administrator for the Highway Division, be and hereby is, authorized to award and execute, in the name and on behalf of the Department, and in a form approved by General Counsel, a certain Highway Division Contract entitled, "Bridge Replacement Bridge No. B-16-016 (steel) North Washington Street over the Boston Inner Harbor" with JF White Contracting Co. in the amount of $176,777,388.50, said contractor being the lowest responsible and eligible bidder in response to requests for sealed proposals.

Chair Pollack departed at 1:31 p.m., and named Director Poftak as Acting Chair of the MassDOT Board.

Next, Acting Chair Poftak called upon MassDOT Chief Financial Officer David Pottier to present Agenda Item 9, the Proposed Partial Refunding and Termination Opportunity for Existing Swap Portfolio. Mr. Pottier provided an overview of the refunding and swap termination transaction, as set forth in the attached document labeled "$138,250,000 MassDOT Metropolitan Highway System Revenue Refunding Bonds (Subordinated) Commonwealth Contract Assistance Secured 2018 Series." Discussion ensued.

On motion duly made and seconded, it was;

VOTED:

ISSUANCE RESOLUTION

WHEREAS, the Massachusetts Department of Transportation (the "Department") has determined that it is necessary and desirable at this time to issue MHS Bonds (hereinafter defined) under Chapter 6C of the Massachusetts General Laws, as amended (the "Act") for the purpose of refinancing bonds previously issued by the Department in 2010 that

refinanced bonds issued by the Massachusetts Turnpike Authority, as predecessor to the Department, pursuant to Chapter 81A of the Massachusetts General Laws;

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Department, pursuant to the Act, as follows:

Section 1. **The Department hereby approves and adopts the Eleventh Supplemental Metropolitan Highway System Trust Agreement by and between the Department and The Bank of New York Mellon, as trustee (the "Eleventh Supplemental Trust Agreement") in substantially the form presented to this meeting with such changes as may be deemed necessary or desirable by the Chairperson or the Chief Financial Officer of the Department or any other officer or employee of the Department designated by the Chairperson or the Chief Financial Officer (each, an "Authorized Officer"), acting singly, the definitive form of which Eleventh Supplemental Trust Agreement to be evidenced conclusively by execution thereof by an Authorized Officer and attestation by the General Counsel of the Department.**

Section 2. **A series of bonds, designated "Metropolitan Highway System Revenue Refunding Bonds (Subordinated), Commonwealth Contract Assistance Secured, Series 2018" (the "MHS Bonds"), is hereby authorized to be issued by the Department pursuant to the Eleventh Supplemental Trust Agreement. Each Authorized Officer, acting singly, is authorized to approve the specific terms of the MHS Bonds, including without limitation the aggregate principal amount of which shall not exceed $170,000,000; maturities; the rate or rates of interest per annum; redemption provisions including premiums, if any; method, place, frequency, and medium of payment of principal and interest; denominations; form of issuance, whether certificated or book-entry; designations concerning priority of lien on pledged revenues; credit enhancement features; the application of proceeds thereof and other available funds of the Department; and any other terms of the MHS Bonds. As provided in the Act, the issuance and sale of the MHS Bonds shall be subject to the approval of the Secretary of Administration and Finance. The forms of the bonds, in substantially the form contained in the Eleventh Supplemental Trust Agreement, are hereby approved with such changes as may be deemed necessary or desirable by any Authorized Officer, the definitive forms of which MHS Bonds shall be evidenced conclusively by the execution thereof by the manual or facsimile signature of the Chairperson and Treasurer of the Department and shall bear the official seal of the Department or a facsimile thereof, attested to by the signature of a duly appointed officer of the Department, as provided in the Act.**

Section 3. **The MHS Bonds are hereby authorized to be issued from time to time pursuant to one or more supplemental trust agreements in form substantially similar to the Eleventh Supplemental Trust Agreement, with such changes in each case as may be deemed necessary or desirable by any Authorized Officer, the definitive form of each such additional supplemental trust agreement to be evidenced conclusively by the execution thereof by an Authorized Officer and attested to by the General Counsel of the Department, provided that the aggregate principal amount of MHS Bonds to be issued under all such supplemental trust agreements, including the Eleventh Supplemental Trust Agreement, may not exceed the maximum principal amount authorized hereunder.**

Section 4. **The Department hereby authorizes the execution and delivery by any Authorized Officer, acting singly, of a contract of purchase with respect to the MHS Bonds (the "Purchase Contract") in substantially the form presented to this meeting with such changes as may be deemed necessary or desirable by any Authorized Officer, acting singly, the definitive form of such Purchase Contract to be evidenced conclusively by the execution thereof by an Authorized Officer. The sale of the bonds to the underwriters identified on Schedule A attached hereto and such other underwriters, if any, as may be selected by any Authorized Officer on the terms and conditions approved by such Authorized Officer is hereby approved. Each Authorized Officer, acting singly, is hereby authorized to approve any and all of the terms of such sale and such approval shall be evidenced conclusively by the execution of the Purchase Contract by an Authorized Officer.**

Section 5. **The Department hereby approves and authorizes the distribution of a Preliminary Official Statement with respect to the MHS Bonds (the "Preliminary Official Statement") to the extent determined to be necessary or advisable by the Authorized Officers in connection with the offering of the MHS Bonds, in substantially the form presented to this meeting, with such changes, omissions, insertions and revisions as the Authorized Officers, each of whom is authorized to execute such Preliminary Official Statement, shall deem necessary or advisable. The final Official Statement is hereby approved in substantially the same form as the Preliminary Official Statement, and the Authorized Officers are hereby authorized to permit the distribution of a final Official Statement, with such changes, omissions, insertions and revisions as the Authorized Officers, each of whom is hereby authorized to execute such final Official Statement, shall deem necessary or advisable. Each Authorized Officer, acting singly, is hereby authorized to deliver or cause to be delivered to the underwriters, said final Official Statement, the definitive form of which shall be evidenced by a certificate of an Authorized Officer.**

Section 6. **The Department hereby authorizes the execution and delivery by any Authorized Officer, acting singly, of a continuing disclosure agreement with respect to the MHS Bonds, by and between the Department and a trustee to be named therein (the "Continuing Disclosure Agreement") in substantially the form presented to this meeting with such changes as may be deemed necessary or desirable by any Authorized Officer, acting singly, the definitive form of such Continuing Disclosure Agreement to be evidenced conclusively by the execution thereof by an Authorized Officer.**

Section 7. **Each Authorized Officer, acting singly, is hereby further authorized and directed to do all acts and things, and to execute and deliver any and all documents, certificates and other instruments necessary or desirable to effectuate the transactions contemplated by this Issuance Resolution, the Eleventh Supplemental Trust Agreement, the Purchase Contract, the Preliminary Official Statement, the final Official Statement and the Continuing Disclosure Agreement, including without limitation termination of applicable interest rate swap agreements or transactions and entering into any indemnification agreements, letters of instructions pertaining to the Bonds to be refunded, certificates as to disclosure and certificates as to tax matters.**

Section 8. **This Issuance Resolution shall take effect immediately.**

Acting Chair Poftak noted that Agenda Item 10, an update on the Silver Line Gateway was a written submission and was included in their Board packages.

Next, at the call of Fiscal and Management Control Board (FMCB) Vice Chair Poftak, a meeting of the Fiscal and Management Control Board was called to order at 1:58 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts joining the MassDOT Board of Directors Meeting for Joint Board presentations.

Previously, Chair Pollack departed the Board meeting at 1:31 p.m. and named Director Poftak Acting Chair.

Next, Acting Chair Poftak called upon General Manager Ramirez and Deputy General Manager Jeffrey Gonneville who acknowledged the many transit operators present and those not present for their dedication and hard work each and every day in support of “National Transit Drivers Appreciation Day” which was celebrated on Saturday, March 17.

Next, FMCB Vice Chair Poftak presented Agenda Item 11, the Report of the Fiscal and Management Control Board. Mr. Poftak updated the Board on matters heard at the last four FMCB meeting including winter storm communications, numerous budget discussions, Q2 Capital Program and proposed capital investment program sizes for FY19-23, bus service planning efforts, Silver Line 3 project, system wide passenger survey, results of the RIDE Transportation Network Company Pilot, third party contributions policy, and the Transit Asset Management Program. Mr. Poftak concluded his report noting that the FMCB had approved contracts for South Shore garages to repair and rehabilitate the Quincy Adams and Braintree station, PMCM services for the Red and Orange lines, Green Line accessibility PMCM service and a Cabot carhouse consultant contract amendment.

Acting Chair Poftak next called upon Green Line Extension Project Manager John Dalton to present Agenda Item 12, the GLX Quarterly Update. Mr. Dalton provided the Boards with a three-month summary, a look ahead and key performance metrics including costs, schedule, design and construction progress, as set forth in attached document labeled "GLX Joint Board Presentation, March 19, 2018." Discussion ensued.

Next, Acting Chair Poftak called upon Assistant Secretary of Operational Excellence Andrea D'Amato to present Agenda Item 14, an update on the 2018 Construction Coordination. Ms. D'Amato, with contribution from MassDOT Project Manager Amy Getchell, provided an overview and update of construction coordination and management planning for MassDOT-Highway/MBTA noting that MassDOT reviewed the construction schedule for the 2018 season and adjusted projects to mitigate/minimize the impacts of the traveling public, as set forth in the attached document labeled "Construction Coordination & Management Planning MassDOT-Highway/MBTA, March 19, 2018." Discussion ensued.

Acting Chair Poftak noted that Agenda Items 15 and 16, the Capital Investment Program Update and the MBTA Transit Asset Management Program Update were written submittals and were included in the Board books.

Next, Acting Chair Poftak called upon Assistant Secretary for Policy Coordination Kate Fichter to present Agenda Item 13, a discussion of the Third

Party Contribution Policy. Ms. Fichter provided an updated policy as set forth in the attached document labeled "Third-Party Contributions Proposed Policy, March 19, 2018." Discussion ensued,

On motion duly made and seconded, it was:

VOTED:

That the Board of Directors (Board) hereby adopts the Third-Party Contributions Policy entitled "Policy on Third-Party Contributions to MassDOT and MBTA Expansion Projects" as presented to the Board during the March 19, 2018 meeting and authorizes the Secretary/CEO or her designee, to take all necessary steps to implement said Policy, in the name and on behalf of the Massachusetts Department of Transportation.

On motion duly made and seconded, it was:

VOTED:

That the Fiscal and Management Control Board ("FMCB") hereby adopts the Third-Party Contributions Policy entitled "Policy on Third-Party Contributions to MassDOT and MBTA Expansion Projects" as presented to the FMCB during the March 19, 2018 meeting and authorizes the General Manager or his designee, to take all necessary steps to implement said Policy, in the name and on behalf of the Massachusetts Bay Transportation Authority.

Next, on motion duly made and seconded, it was:

VOTED: to adjourn the MassDOT Board of Directors at 2:40 p.m.

Documents relied upon for this meeting:

Minutes of the February 12, 2018 meeting
Secretary Pollack's Remarks, March 19, 2018
Highway Administrator's Report, March 19, 2018
Rail and Transit Report, March 19, 2018
Aeronautics Board Report, March 19, 2018
ATLAS Go-Live Update, March 19, 2018
Bridge Replacement BR. No. B-16-016 North Washington Street over the Boston Inner Harbor, March 19, 2018
$138,250,000 MassDOT Metropolitan Highway System Revenue Refunding Bonds (Subordinated) Commonwealth Contract Assistance Secured 2018 Series A
GLX Joint Board Presentation, March 19, 2018
Silver Line 3 Update, March 12, 2018
Third-Party Contributions – Proposed Policy March 19, 2018
Construction Coordination & Management Planning – MassDOT-Highway/MBTA, March 19, 2018
FY2019-2023 CIP Update: draft program sizes, March 19, 2018
MBTA Transit Asset Management Program, March 12, 2018